

**WOLF HALDENSTEIN ADLER  
FREEMAN & HERZ LLP**  
BETSY C. MANIFOLD (182450)  
RACHELE R. BYRD (190634)  
ALEX J. TRAMONTANO (276666)  
FERDEZA ZEKIRI (335507)  
750 B Street, Suite 1820  
San Diego, CA 92101  
Telephone: (619) 239-4599  
Facsimile: (619) 234-4599  
manifold@whafh.com  
byrd@whafh.com  
tramontano@whafh.com  
zekiri@whafh.com

*Attorneys for Plaintiff Guiseppe Rabasca*

[Additional Counsel Appear on Signature Page]

**UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA**

NAREN SURI, Derivatively on Behalf of  
C3.AI, INC.,

Plaintiff,

v.

THOMAS M. SIEBEL, PATRICIA A.  
HOUSE, CONDOLEEZZA RICE,  
RICHARD C. LEVIN, MICHAEL G.  
MCCAFFERY, S. SHANKAR SASTRY,  
BRUCE SEWELL, LISA A. DAVIS, JIM H.  
SNABE, AND STEPHEN M. WARD, JR.,

Defendants,

and

C3.AI, INC.,

Nominal Defendant.

Case No. 4:22-cv-3031-HSG

**STIPULATION AND ORDER AS  
MODIFIED CONSOLIDATING  
RELATED SHAREHOLDER  
DERIVATIVE ACTIONS AND  
APPOINTING CO-LEAD COUNSEL**

JUDGE: Hon. Haywood S. Gilliam  
CTRM: 2 – 4th Floor

[Caption continued on following page]

1 GIUSEPPE RABASCA, Derivatively on  
2 Behalf of Nominal Defendant C3.AI, INC.,

3 Plaintiff,

4 v.

5 THOMAS M. SIEBEL, PATRICIA A.  
6 HOUSE, CONDOLEEZZA RICE,  
7 RICHARD C. LEVIN, MICHAEL G.  
8 MCCAFFERY, S. SHANKAR SASTRY,  
9 BRUCE SEWELL, LISA A. DAVIS, JIM H.  
10 SNABE, AND STEPHEN M. WARD, JR.,

11 Defendants,

12 and

13 C3.AI, INC.,

14 Nominal Defendant.

Case No. 4:23-cv-01566-HSG

15 BAONGOC T. VO, Derivatively on Behalf  
16 of C3.AI, INC.,

17 Plaintiff,

18 vs.

19 THOMAS M. SIEBEL, PATRICIA A.  
20 HOUSE, LISA A. DAVIS, RICHARD  
21 LEVIN, MICHAEL G. MCCAFFERY,  
22 CONDOLEEZZA RICE, S. SHANKAR  
23 SASTRY, BRUCE SEWELL, JIM H.  
24 SNABE, STEPHEN M. WARD JR.,  
25 EDWARD Y. ABBO, DAVID BARTER,  
26 HOUMAN BEHZADI, BRUCE  
27 CLEVELAND, AND BRADY  
28 MICKELSEN,

Defendants,

and,

C3.AI, INC.,

Nominal Defendant.

Civil Action No: 3:23-cv-03895-HSG

1 Plaintiffs Naren Suri and Giuseppe Rabasca (“Plaintiffs”), derivatively on behalf of C3.ai,  
 2 Inc. (“C3” or the “Company”), and Defendants Thomas M. Siebel, Patricia A. House, Condoleezza  
 3 Rice, Richard C. Levin, Michael G. McCaffery, S. Shankar Sastry, Bruce Sewell, Lisa A. Davis,  
 4 Jim H. Snabe, and Stephen M. Ward, Jr., (together with C3, “Defendants” and collectively with  
 5 Plaintiffs, the “Parties”) jointly submit this stipulation (“Consolidation Stipulation”) to consolidate  
 6 the above-captioned related derivative actions and appoint co-lead counsel for plaintiffs, and in  
 7 support thereof state as follows:

8 WHEREAS, the shareholder derivative action *Suri v. Siebel, et al.*, Case No.: 4:22-cv-  
 9 03031-HSG (the “*Suri* Action”), was filed in this Court against Defendants on May 23, 2022, and  
 10 assigned to the Honorable Haywood S. Gilliam;

11 WHEREAS, a Stipulation and Order to Stay Derivative Action was entered in the *Suri*  
 12 Action on September 7, 2022 (Dkt. No. 20) (the “Stay Order”);

13 WHEREAS, the shareholder derivative action *Rabasca v. Siebel, et al.*, Case No.: 4:23-cv-  
 14 01566 (“*Rabasca* Action”) was filed in this Court against Defendants on April 23, 2023, and  
 15 assigned to the Honorable Alex G. Tse;

16 WHEREAS, on May 9, 2023, the Court issued an Order reassigning the *Rabasca* Action  
 17 to the Honorable Haywood S. Gilliam;

18 WHEREAS, the shareholder derivative action *Vo v. Siebel, et al.*, Case No.: Case 3:23-cv-  
 19 03895-JSC (“*Vo* Action”) was filed in the District Court of Delaware against Defendants on April  
 20 19, 2023;

21 WHEREAS, on August 3, 2023, the *Vo* Action was transferred to this Court and assigned  
 22 to the Honorable Jacqueline Scott Corley;

23 WHEREAS, on September 26, 2023, the Court issued an Order reassigning the *Vo* Action  
 24 to the Honorable Haywood S. Gilliam;

25 WHEREAS, the *Suri* Action, *Rabasca* Action and *Vo* Action are herein referred to as the  
 26 “Related Derivative Actions”.  
 27  
 28

WHEREAS, under Fed. R. Civ. P. 42(a), when actions involve “a common question of law or fact,” the Court may “(1) join for hearing or trial any or all matters at issue in the actions; (2) consolidate the actions; or (3) issue any other orders to avoid unnecessary cost or delay”;

WHEREAS, the Related Derivative Actions challenge substantially the same alleged conduct by the same Company directors and executive officers, and involve substantially the same questions of law and fact;

WHEREAS, the Parties respectfully submit that consolidation of the Related Derivative Actions is appropriate, and that they should be consolidated for all purposes, including pre-trial proceedings and any trial, to avoid potential duplication, and to prevent waste of the Court’s and the Parties’ resources;

WHEREAS, in order to realize the efficiencies made possible by consolidation of the Related Derivative Actions, Plaintiffs agree that the law firms Gainey, McKenna & Egleston and Rigrodsky Law, P.A., the respective resumes of which are attached hereto as Exhibits A and B, shall be designated as Co-Lead Counsel representing Plaintiffs in the consolidated action;

WHEREAS, Defendants take no position on the appointment of Co-Lead Counsel;

WHEREFORE, pursuant to Civil L.R. 7-12, the Parties, through their undersigned counsel, hereby agree, stipulate, and respectfully request that the Court enter an order as follows:

1. Defendants accept service of the complaints in the Related Derivative Actions to the extent that service has not yet been perfected on any Defendant.

2. The following actions are hereby consolidated for all purposes, including pre-trial proceedings, trial, and appeal, under Case No: 4:22-cv-03031-HSG (hereinafter, the “Consolidated Action”):

Case Name	Case Number	Date Filed
<i>Suri v. Siebel, et al.</i>	4:22-cv-03031-HSG	May 23, 2022
<i>Vo v. Seibel, et al.</i>	3:23-cv-3895-HSG	April 19, 2023
<i>Rabasca v. Siebel, et al.</i>	4:23-cv-01566-HSG	April 23, 2023

3. Every pleading filed in the Consolidated Action, or in any separate action included herein, must bear the following caption:

**IN THE UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA**

IN RE C3.AI, INC. DERIVATIVE  
LITIGATION

Lead Case No. 4:22-cv-03031-HSG

This Document Relates to:

ALL ACTIONS

4. All papers filed in connection with the Consolidated Action will be maintained in one file under Lead Case No. 4:22-cv-03031-HSG.

5. Co-Lead Counsel for Plaintiffs for the conduct of the Consolidated Action shall be:

**GAINEY McKENNA & EGLESTON**

Thomas J. McKenna  
Gregory M. Egleston  
501 Fifth Avenue, 19th Floor  
New York, NY 10017  
Telephone: (212) 983-1300  
Facsimile: (212) 983-0383  
[tjmckenna@gme-law.com](mailto:tjmckenna@gme-law.com)  
[gegleston@gme-law.com](mailto:gegleston@gme-law.com)

**RIGRODSKY LAW, P.A.**

Timothy J. MacFall  
825 East Gate Boulevard, Suite 300  
Garden City, NY 11530  
Telephone: (516) 683-3516  
[tjm@rl-legal.com](mailto:tjm@rl-legal.com)

6. Co-Lead Counsel shall have the sole authority to speak for plaintiffs in all matters regarding pre-trial procedure, trial, and settlement negotiations and shall make all work assignments in such manner as to facilitate the orderly and efficient prosecution of this litigation and to avoid duplicative or unproductive effort.

7. Co-Lead Counsel shall be responsible for coordinating all activities and appearances on behalf of Plaintiffs. No motion, request for discovery, or other pre-trial or trial

1 proceedings will be initiated or filed by any Plaintiffs except through Co-Lead Counsel.

2 8. Defendants' counsel may rely upon all agreements made with Co-Lead Counsel, or  
3 other duly authorized representative of Co-Lead Counsel, and such agreements shall be binding  
4 on all Plaintiffs in the Consolidated Action.

5 9. This Order shall apply to each related shareholder derivative action involving the  
6 same or substantially the same allegations, claims, and defendants, and arising out of the same, or  
7 substantially the same, transactions or events as the Consolidated Action, that is subsequently filed  
8 in, removed to, reassigned to, or transferred to this Court. When a shareholder derivative action  
9 that properly belongs as part of *In re C3.ai, Inc. Derivative Litigation*, Lead Case No. 4:22-cv-  
10 03031-HSG, is hereafter filed in this Court, removed to this Court, reassigned to this Court, or  
11 transferred to this Court from another court, this Court requests the assistance of counsel in calling  
12 to the attention of the Clerk of the Court the filing, removal, reassignment, or transfer of any case  
13 that might properly be consolidated as part of *In re C3.ai, Inc. Derivative Litigation*, Lead Case  
14 No. 4:22-cv-03031-HSG, and counsel to the Parties are to assist in assuring that counsel in  
15 subsequent actions receive notice of this order. Unless otherwise ordered, the terms of all orders,  
16 rulings, and decisions in the Consolidated Action shall apply to all later shareholder derivative  
17 actions filed in this Court, removed to this Court, reassigned to this Court, or transferred to this  
18 Court from another court.  
19

20 10. All papers and documents previously filed and/or served in the Related Derivative  
21 Actions shall be deemed a part of the record in the Consolidated Action, including the Stay Order  
22 entered in the *Suri* Action on September 7, 2022.

23 11. The Consolidated Action shall, therefore, be stayed subject to the same terms and  
24 conditions set forth in the Stay Order. The application of all of the provisions of the Stay Order to  
25 the Consolidated Action is a precondition to Defendants' consent to the terms of this stipulation.

26 12. This Consolidation Stipulation is without waiver or prejudice to all claims,  
27 defenses, arguments, motions, or any requests for other relief that would otherwise be available to  
28

the Parties in the Related Derivative Actions.

**IT IS SO STIPULATED.**

DATED: December 1, 2023

**MAGNANIMO DEAN LAW, APC**

/s/ Lauren A. Dean

Lauren A. Dean, Esq. (SBN 174722)

5850 Canoga Avenue, Suite 400

Woodland Hills, CA 91367

Tel: (818) 305-3450

[lauren@magdeanlaw.com](mailto:lauren@magdeanlaw.com)

Thomas J. McKenna

Gregory M. Egleston

**GAINEY McKENNA & EGLESTON**

501 Fifth Avenue, 19th Fl.

New York, NY 10017

Tel: (212) 983-1300

Fax: (212) 983-0383

[tjmckenna@gme-law.com](mailto:tjmckenna@gme-law.com)

[egleston@gme-law.com](mailto:egleston@gme-law.com)

*Attorneys for Plaintiff Naren Suri*

DATED: December 1, 2023

**WOLF HALDENSTEIN ADLER  
FREEMAN & HERZ LLP**

/s/ Betsy C. Manifold

Betsy C. Manifold (182450)

Rachele R. Byrd (190634)

Alex J. Tramontano (276666)

Ferdeza Zekiri (335507)

750 B Street, Suite 1820

San Diego, CA 92101

Telephone: (619) 239-4599

Facsimile: (619) 234-4599

[manifold@whafh.com](mailto:manifold@whafh.com)

[byrd@whafh.com](mailto:byrd@whafh.com)

[tramontano@whafh.com](mailto:tramontano@whafh.com)

[zekiri@whafh.com](mailto:zekiri@whafh.com)

Timothy J. MacFall (*admitted pro hac vice*)

**RIGRODSKY LAW, P.A.**

825 East Gate Boulevard, Suite 300

Garden City, NY 11530

Tel.: (516) 683-3516

[tjm@rl-legal.com](mailto:tjm@rl-legal.com)

*Attorneys for Plaintiff Giuseppe Rabasca*

1 DATED: December 1, 2023

2 **QUINN EMANUEL URQUHART**  
3 **SULLIVAN LLP**

4 /s/ Harry Arthur Olivar, Jr.

5 Harry Arthur Olivar, Jr.  
6 865 South Figueroa Street, 10th Floor  
7 Los Angeles, CA 90017-2543  
8 Telephone: 213-443-3000  
9 [harryolivar@quinnemanuel.com](mailto:harryolivar@quinnemanuel.com)

10 Michael B. Carlinsky (*pro hac vice forthcoming*)  
11 Jacob J Waldman (*admitted pro hac vice*)

12 **QUINN EMANUEL URQUHART**  
13 **SULLIVAN LLP**

14 51 Madison Avenue  
15 Ste 22nd Floor  
16 New York, NY 10010  
17 Telephone: 212-849-7173  
18 Fax: 212-849-7100  
19 [jacobwaldman@quinnemanuel.com](mailto:jacobwaldman@quinnemanuel.com)

20 *Attorneys for Defendants*

21 **ATTESTATION**

22 Pursuant to Civil Local Rule 5-1(h)(3), all signatories concur in filing this stipulation.

23 DATED: December 1, 2023

24 /s/ Lauren A. Dean

25 Lauren A. Dean

26 **ORDER**

27 PURSUANT TO STIPULATION, IT IS SO ORDERED. The earlier-filed civil action,  
28 Case No. 4:22-cv-3031-HSG, shall serve as the lead case. The clerk is directed to  
administratively close the later-filed civil actions, Case Nos. 4:23-cv-1566-HSG and 4:23-cv-  
3895-HSG.

DATED: 12/21/2023



The Honorable Haywood S. Gilliam, Jr.  
United States District Judge